

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY

In re: BED BATH & BEYOND INC., et al.

Case No. (Jointly Administered): 23-13359 (VFP)

Reporting Period: August 2023

SUPPORTING DOCUMENTATION TO UST FORM 11-MOR

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	MOR-1	x	
Selected Assets and Liabilities (Unaudited)	MOR-2	x	
Schedule of Post-Petition Accounts Payable	MOR-3	x	

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Notes to the Monthly Operating Report

General:

The report includes activity from the following Debtors and related Case Numbers:

Debtor Name	Case No.
Bed Bath & Beyond Inc.	23-13359 (VFP)
Alamo Bed Bath & Beyond Inc.	23-13360 (VFP)
BBB Canada LP Inc.	23-13361 (VFP)
BBB Value Services Inc.	23-13362 (VFP)
BBBY Management Corporation	23-13363 (VFP)
BBBYCF LLC	23-13364 (VFP)
BBBYTF LLC	23-13365 (VFP)
bed 'n bath Stores Inc.	23-13396 (VFP)
Bed Bath & Beyond of Annapolis, Inc.	23-13366 (VFP)
Bed Bath & Beyond of Arundel Inc.	23-13367 (VFP)
Bed Bath & Beyond of Baton Rouge Inc.	23-13368 (VFP)
Bed Bath & Beyond of Birmingham Inc.	23-13369 (VFP)
Bed Bath & Beyond of Bridgewater Inc.	23-13370 (VFP)
Bed Bath & Beyond of California Limited Liability Company	23-13371 (VFP)
Bed Bath & Beyond of Davenport Inc.	23-13372 (VFP)
Bed Bath & Beyond of East Hanover Inc.	23-13373 (VFP)
Bed Bath & Beyond of Edgewater Inc.	23-13374 (VFP)
Bed Bath & Beyond of Falls Church, Inc.	23-13375 (VFP)
Bed Bath & Beyond of Fashion Center, Inc.	23-13376 (VFP)
Bed Bath & Beyond of Frederick, Inc.	23-13377 (VFP)
Bed Bath & Beyond of Gaithersburg Inc.	23-13378 (VFP)
Bed Bath & Beyond of Gallery Place L.L.C.	23-13379 (VFP)
Bed Bath & Beyond of Knoxville Inc.	23-13380 (VFP)
Bed Bath & Beyond of Lexington Inc.	23-13381 (VFP)
Bed Bath & Beyond of Lincoln Park Inc.	23-13382 (VFP)
Bed Bath & Beyond of Louisville Inc.	23-13383 (VFP)
Bed Bath & Beyond of Mandeville Inc.	23-13384 (VFP)
Bed, Bath & Beyond of Manhattan, Inc.	23-13397 (VFP)

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Bed Bath & Beyond of Opry Inc.	23-13385 (VFP)
Bed Bath & Beyond of Overland Park Inc.	23-13386 (VFP)
Bed Bath & Beyond of Palm Desert Inc.	23-13387 (VFP)
Bed Bath & Beyond of Paradise Valley Inc.	23-13388 (VFP)
Bed Bath & Beyond of Pittsford Inc.	23-13389 (VFP)
Bed Bath & Beyond of Portland Inc.	23-13390 (VFP)
Bed Bath & Beyond of Rockford Inc.	23-13391 (VFP)
Bed Bath & Beyond of Towson Inc.	23-13392 (VFP)
Bed Bath & Beyond of Virginia Beach Inc.	23-13393 (VFP)
Bed Bath & Beyond of Waldorf Inc.	23-13394 (VFP)
Bed Bath & Beyond of Woodbridge Inc.	23-13395 (VFP)
Buy Buy Baby of Rockville, Inc.	23-13398 (VFP)
Buy Buy Baby of Totowa, Inc.	23-13399 (VFP)
Buy Buy Baby, Inc.	23-13400 (VFP)
BWAO LLC	23-13401 (VFP)
Chef C Holdings LLC	23-13402 (VFP)
Decorist, LLC	23-13403 (VFP)
Deerbrook Bed Bath & Beyond Inc.	23-13404 (VFP)
Harmon of Brentwood, Inc.	23-13405 (VFP)
Harmon of Caldwell, Inc.	23-13406 (VFP)
Harmon of Carlstadt, Inc.	23-13407 (VFP)
Harmon of Franklin, Inc.	23-13408 (VFP)
Harmon of Greenbrook II, Inc.	23-13409 (VFP)
Harmon of Hackensack, Inc.	23-13410 (VFP)
Harmon of Hanover, Inc.	23-13411 (VFP)
Harmon of Hartsdale, Inc.	23-13412 (VFP)
Harmon of Manalapan, Inc.	23-13413 (VFP)
Harmon of Massapequa, Inc.	23-13414 (VFP)
Harmon of Melville, Inc.	23-13415 (VFP)
Harmon of New Rochelle, Inc.	23-13416 (VFP)
Harmon of Newton, Inc.	23-13417 (VFP)
Harmon of Old Bridge, Inc.	23-13418 (VFP)
Harmon of Plainview, Inc.	23-13419 (VFP)

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Harmon of Raritan, Inc.	23-13420 (VFP)
Harmon of Rockaway, Inc.	23-13421 (VFP)
Harmon of Shrewsbury, Inc.	23-13422 (VFP)
Harmon of Totowa, Inc.	23-13423 (VFP)
Harmon of Wayne, Inc.	23-13424 (VFP)
Harmon of Westfield, Inc.	23-13425 (VFP)
Harmon of Yonkers, Inc.	23-13426 (VFP)
Harmon Stores, Inc.	23-13427 (VFP)
Liberty Procurement Co. Inc.	23-13428 (VFP)
Of a Kind, Inc.	23-13429 (VFP)
One Kings Lane LLC	23-13430 (VFP)
San Antonio Bed Bath & Beyond Inc.	23-13431 (VFP)
Springfield Buy Buy Baby, Inc.	23-13432 (VFP)

Introduction: On April 23, 2023 (the “Petition Date”), Bed Bath and Beyond Inc. and its affiliated debtors and debtors in possession (collectively the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”), thereby commencing cases jointly administered as *In re Bed Bath & Beyond Inc., et al.*, No. 23-13359 (VFP). The Debtors are authorized to continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code.

Additional information about these chapter 11 cases, court filings, and claims information is available at the Debtors’ restructuring website: <https://restructuring.ra.kroll.com/bbby/>.

Accounting Principles: This Monthly Operating Report (“MOR”) is unaudited and has been prepared solely for the purpose of complying with the Debtors’ obligations to provide monthly operating reports during these chapter 11 cases. This MOR is not prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and does not include all information and disclosures required by U.S. GAAP. The Debtors have prepared this MOR using the best information presently available to them, which has been collected, maintained, and prepared in accordance with their historical accounting practices. Thus, this MOR is true and accurate to the best of the Debtors’ knowledge, information, and belief based on currently available data.

General Methodology: The Debtors prepared this MOR relying primarily upon the information set forth in their books and records. This MOR may exclude information regarding non-Debtor affiliates. Furthermore, the monthly financial information contained herein has not been subjected to the same level of accounting review and testing that the Debtors apply when preparing their quarterly and annual consolidated financial information in accordance with U.S. GAAP. Accordingly, upon the application of such procedures, the Debtors believe that the financial information may be subject to change, and these changes could be material.

This is the fourth MOR to be filed since the Petition Date and includes cash activity in MOR-1 for the fiscal month ending August 31, 2023.

Insiders. For purposes of this MOR, the Debtors defined “insiders” pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors’ directors, officers, or persons in control of the Debtors; and (e) Debtor and non-Debtor affiliates of the foregoing. Moreover, the Debtors do not

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take a position with respect to: (a) any insider's influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that he or she is not an "insider" under applicable law, with respect to any theories of liability, or for any other purpose.

Cash Balances. With respect to cash balances, the amounts reported in the *Selected Assets and Liabilities (Unaudited)* exhibit are reported on the Debtor entities associated with each bank account. As more fully described in the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Use of Existing Business Forms and Records; (B) Maintain Existing Corporate Bank Accounts and Cash Management System, (C) Pay Prepetition Bank Fees Associated with the Cash Management System, and (D) Continue Performance of Intercompany Transactions; (II) Granting Administrative Expense Status to Postpetition Intercompany Balances; and (III) Waiving Certain U.S. Trustee Requirements for a Period Not to Exceed Thirty Days* [Docket No. 18], the Debtors utilize certain Debtor legal entities to administer payment and receipt activities. Accordingly, the Debtors do not represent that these cash balances are attributable to the respective Debtors that administer the activities, and reserve all rights with respect to ownership of the assets.

Reservation of Rights: The Debtors hereby reserve all of their rights to dispute the validity, status, enforceability, or executory nature of any claim amount, representation, or other statement in this MOR and reserve the right to amend or supplement this MOR, if necessary. In future periods, any changes to prior period balances will be reflected in the current month's MOR.

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Notes to Supporting Documentation

Notes to UST Form 11-MOR, Part 1 Cash Receipts and Disbursements:

Based on official instructions published by the Office of the United States Trustee in connection with the completion of UST Form 11-MOR Part 1, Cash Receipts and Disbursements, reported cash receipts and disbursements should exclude intercompany, debtor-to-debtor, transactions. As a result, for those Debtors with net intercompany cash outflows or inflows during the reporting period, the ending cash balances reported on Form 11-MOR Part 1 will not agree with the ending cash balances per the Debtors' bank statements or the Debtors' books and records. The Debtors have only listed in this schedule those Debtors with cash balances or cash activity during the applicable reporting period.

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Schedule of Cash Receipts and Disbursements - \$(000's)

DEBTOR ENTITY NAME	Bed Bath & Beyond Inc.	Liberty Procurement Co. Inc.	Bed Bath & Beyond of California Limited Liability Company	BBB Value Services Inc.	BBBY Management Corporation	Buy Buy Baby, Inc.	Harmon Stores, Inc.	BBBYTF LLC	Buy Buy Baby of Rockville, Inc.
Beginning Balance	\$18,423	\$43	\$12,384	\$208	\$2,425	\$501	\$70	\$420	\$0
Receipts									
Store Receipts	\$85,111	\$0	\$11,240	\$0	\$0	\$13,759	\$0	\$0	\$0
Other	\$3,000	\$0	\$0	\$0	\$0	\$0	\$14	\$145	\$0
Intercompany Receipts from BBB Canada LP Inc.	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Intercompany Receipts from Debtor	\$56,372	\$0	\$0	\$0	\$0	\$0	\$0	\$48,192	\$0
Total Receipts	\$144,483	\$0	\$11,240	\$0	\$0	\$13,759	\$14	\$48,338	\$0
Disbursements									
Vendor, Other Accts Payable	\$10,989	\$0	\$0	\$0	\$0	\$242	\$0	\$2,864	\$0
Sales Tax, Customs	\$12,917	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Payroll & Benefits	\$626	\$0	\$0	\$0	\$0	\$0	\$0	\$24,915	\$0
Funded Debt	\$13,318	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Professional Fees	\$53,578	\$0	\$0	\$0	\$0	\$0	\$0	\$291	\$0
Rent	\$2,346	\$0	\$0	\$0	\$0	\$835	\$0	\$0	\$0
Letter of Credit Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Lender Reserve Account Funding	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Intercompany Disbursements to Debtors	\$48,193	\$0	\$23,624	\$0	\$936	\$12,566	\$0	\$19,246	\$0
Total Disbursements	\$141,967	\$0	\$23,624	\$0	\$936	\$13,643	\$0	\$47,316	\$0
Ending Balance	\$20,940	\$43	\$0	\$208	\$1,489	\$617	\$84	\$1,442	\$0
Disbursements for MOR									
Total Disbursements	\$141,967	\$0	\$23,624	\$0	\$936	\$13,643	\$0	\$47,316	\$0
Debtor to Debtor Interco	(\$48,193)	\$0	(\$23,624)	\$0	(\$936)	(\$12,566)	\$0	(\$19,246)	\$0
Sales Tax Obligations (Paid)/Satisfied by Another Debtor	(\$5,696)	\$0	\$3,344	\$0	\$0	\$2,353	\$0	\$0	\$0
Payroll Obligations (Paid)/Satisfied by Another Debtor	\$20,365	\$0	\$0	\$0	\$0	\$4,550	\$0	(\$24,915)	\$0
Lease Obligations (Paid)/Satisfied by Another Debtor	\$0	\$0	\$0	\$0	\$0	(\$173)	\$0	\$0	\$173
Net Disb. For MOR Part 1-F	\$108,443	\$0	\$3,344	\$0	\$0	\$7,806	\$0	\$3,154	\$173
Reconciliation to MOR Report Ending Cash									
Beginning Cash per MOR Report 1-A	\$18,423	\$43	\$12,384	\$208	\$2,425	\$501	\$70	\$420	
Receipts per MOR Report 1-B	\$88,111	\$0	\$11,240	\$0	\$0	\$13,759	\$14	\$145	
Disbursements per MOR Report 1-C	(\$88,078)	\$0	\$0	\$0	\$0	(\$904)	\$0	(\$3,154)	
Ending Cash per MOR Report 1-D	\$18,457	\$43	\$23,624	\$208	\$2,425	\$13,356	\$84	(\$2,589)	
Ending Balance	\$20,940	\$43	\$0	\$208	\$1,489	\$617	\$84	\$1,442	
Intercompany Receipts from Debtor	(\$56,372)	\$0	(\$0)	\$0	\$0	\$0	\$0	(\$48,192)	
Intercompany Disbursements to Debtors	\$48,193	\$0	\$23,624	\$0	\$936	\$12,566	\$0	\$19,246	
Sales Tax Obligations (Paid)/Satisfied by Another Debtor	\$5,696	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
Payroll Obligations (Paid)/Satisfied by Another Debtor	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$24,915	
Lease Obligations (Paid)/Satisfied by Another Debtor	\$0	\$0	\$0	\$0	\$0	\$173	\$0	\$0	
Reconciled Cash to MOR Report 1-D	\$18,457	\$43	\$23,624	\$208	\$2,425	\$13,356	\$84	(\$2,589)	

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Selected Assets and Liabilities (Unaudited) - \$(000's)

DEBTOR ENTITY NAME	Bed Bath & Beyond Inc.	Liberty Procurement Co. Inc.	Bed Bath & Beyond of California Limited Liability Company	BBB Value Services Inc.	BBBY Management Corporation	Buy Buy Baby, Inc.	Harmon Stores, Inc.	BBBYTF LLC	Total
Assets - Selected Items									
Cash	\$20,940	\$43	\$0	\$208	\$1,489	\$617	\$84	\$1,442	\$24,823
Inventory	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Liabilities - Selected Items									
Funded Debt (Principal Balances)									
Debtor-in-Possession Loan Facility	\$34,916	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$34,916
Roll-up Debtor-in-Possession Loan Facility	\$180,885	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$180,885
ABL Facility - Prepetition	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
LC Balance - Prepetition	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
FILO Term Loan Facility - Prepetition	\$187,806	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$187,806
Capital Lease Obligation	\$61,500	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$61,500
Total Secured Debt	\$465,108	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$465,108
3.749% Senior Notes Due 2024 - Prepetition	\$215,400	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$215,400
4.915% Senior Notes Due 2034 - Prepetition	\$209,700	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$209,700
5.165% Senior Notes Due 2044 - Prepetition	\$604,800	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$604,800
Total Unsecured Debt	\$1,029,900	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$1,029,900
Total Funded Debt	\$1,495,008	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$1,495,008
Pre-petition Merchandise Payables	\$0	\$116,021	\$0	\$0	\$0	\$0	\$0	\$0	\$116,021
Pre-petition Non-Merchandise Payables	\$269,888	\$0	\$0	\$0	\$0	\$17,246	\$5,077	\$0	\$292,212
Post-petition Merchandise Payables	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Post-petition Non-Merchandise Payables	\$9,415	\$0	\$0	\$0	\$0	\$40	\$0	\$0	\$9,455

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Selected Post-Petition Accounts Payable (Unaudited)

Vendor Name	Total	Aging (Days) - based on Due Date				
		Not Yet Due	Less than 30 Days	30 to 45 Days	45 to 60 Days	More than 60 Days
ORACLE AMERICA , INC	2,032,081	2,032,081	-	-	-	-
GOOGLE LLC	1,834,287	1,834,287	-	-	-	-
WORKDAY INC	1,435,891	1,435,891	-	-	-	-
NEW RELIC	464,384	-	-	-	-	464,384
SWIFTWIN SOLUTIONS INC	363,583	-	-	-	-	363,583
TCP, INC	259,727	-	-	-	259,727	-
MICROSOFT CORPORATION_IT100875	232,329	-	889	-	935	230,506
VERIZON BUSINESS NETWORK	165,333	-	165,333	-	-	-
MANHATTAN ASSOCIATES INC.	139,600	3,500	-	-	-	136,100
BAZAARVOICE INC	134,920	67,460	-	-	-	67,460
PagerDuty, Inc.	115,562	-	-	-	-	115,562
MERCURY GATE INTERNATIONAL INC	112,008	28,405	27,947	-	27,896	27,761
TIME WARNER CABLE	106,011	-	109,745	-	-	(3,734)
ALLIED UNIVERSAL SECURITY	103,454	-	74,317	10,646	16,130	2,361
FIRST DATA CORP INTEGRATED PAY	92,675	-	18,173	-	38,054	36,448
IRON MOUNTAIN RECORDS MGNT	90,603	-	-	-	90,603	-
INTELLIGRATED SYSTEMS LLC	87,033	-	75,000	-	12,033	-
CORVEL ENTERPRISE COMP INC	86,235	-	86,235	-	-	-
OPTORO INC	85,435	-	60,000	-	-	25,435
ANKURA INTERMEDIATE HOLDINGS LP	83,518	-	-	83,518	-	-
INSTITUTE FOR CORPORATE	83,048	-	-	-	-	83,048
LEGALPEOPLE	74,835	-	74,835	-	-	-
Linkedin Corporation	71,954	-	-	71,954	-	-
GARTNER INC	71,012	-	-	-	-	71,012
TRINTECH INC.	69,531	42,466	27,066	-	-	-
EASTERN ESSENTIAL SERVICES	68,917	30,090	13,716	-	4,222	20,888
NARVAR INC	64,784	-	-	-	-	64,784
TEALIUM INC	50,000	50,000	-	-	-	-
PLACER LABS INC	45,338	-	-	-	-	45,338
VERIZON	42,652	-	-	42,652	-	-
LRN CORPORATION	40,735	-	-	-	-	40,735
TRANSACTION TAX RESOURCES INC	40,634	-	-	-	-	40,634
NEXLA INC	38,750	-	38,750	-	-	-
GARDA CL ATLANTIC, INC.	38,516	27,144	11,372	-	-	-
THE MORNING CONSULT LLC	38,175	-	-	-	-	38,175
CITRUS AD INTERNATIONAL INC	38,119	-	-	-	-	38,119
UPLAND SOFTWARE INC	35,054	-	-	-	-	35,054
MOBILE MINI TEXAS LIMITED	32,731	-	32,731	-	-	-
BLACKHAWK NETWORK INC.	28,638	224	2,341	917	1,240	23,917
VERIZON WIRELESS	28,285	-	28,285	-	-	-
AFA PROTECTIVE SYSTEMS, INC.	26,608	26,608	-	-	-	-
FIRST ADVANTAGE BACKGROUND SERVICES CORP.	26,434	3,806	22,627	-	-	-
CONCENTRIX SOLUTIONS	25,543	-	-	-	-	25,543
KHOROS LLC_MRK268066	22,134	-	-	-	-	22,134
CALIBER AMERICAS LLC	20,320	20,320	-	-	-	-
PHENOM PEOPLE INC	20,000	20,000	-	-	-	-
STYLUS MEDIA GROUP LTD	19,041	-	-	-	-	19,041
FIVE9 INC	16,382	-	16,382	-	-	-
FEINCO, LLC	12,999	-	517	-	-	12,482
KOALA CORPORATION	12,996	-	12,996	-	-	-
Sub-Total (Top 50 Vendors per AP Report)	\$ 9,228,836	\$ 5,622,283	\$ 899,256	\$ 209,688	\$ 450,840	\$ 2,046,768
<i>Top 50 Vendors (% of Total)</i>	<i>97.6%</i>	<i>98.9%</i>	<i>95.6%</i>	<i>94.7%</i>	<i>96.1%</i>	<i>95.6%</i>
Total (Per AP Report)	\$ 9,454,504	\$ 5,683,185	\$ 940,375	\$ 221,469	\$ 469,156	\$ 2,140,318